

NOTICE is hereby given that the 17th Annual General Meeting (AGM) of the Members of Bajaj Consumer Care Limited will be held on Wednesday, August 9, 2023 at 11:00 A.M. (IST) at The Fern Residency, Plot No-1, Madhu Nursery Compound, Hiran Magri Sector-3, Near Sevashram Flyover, Udaipur - 313 001, Rajasthan to transact the following businesses:-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 together with the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
  - (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."
  - (b) **RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 together with the report of Auditors' thereon laid before this meeting, be and are hereby received, considered and adopted."
2. To declare dividend on equity shares for the financial year ended March 31, 2023 and in this regard, pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** dividend at the rate of ₹ 5/- (Rupees five only) per equity share of the face value of ₹ 1/- (One rupee) each be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

3. To appoint a director in place of Mr. Sumit Malhotra (DIN: 02183825), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sumit Malhotra (DIN: 02183825), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

4. To consider and approve continuation of payment of Remuneration to Mr. Sumit Malhotra (DIN: 02183825), Non-Executive, Non-Independent Director and in this regard, to pass, the following resolution as a Special Resolution: -
 

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(c)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded for payment of remuneration of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum excluding Goods & Service Tax as may be applicable by way of a monthly payment to Mr. Sumit Malhotra (DIN: 02183825), Non-Executive, Non-independent Director of the Company for a period of one (1) year with effect from July 1, 2023."

By Order of the Board of Directors

**Vivek Mishra**

Place: Mumbai  
Date: May 3, 2023

Head - Legal & Company Secretary  
Membership No.: A21901

Registered Office:  
Old Station Road,  
Sevashram Chouraha,  
Udaipur - 313 001,  
Rajasthan

#### NOTES:

- (a) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (c) A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ANNEXED TO THIS NOTICE.
- (d) Proxy holder shall prove his/her identity at the time of attending the Meeting.
- (e) Institutional/Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorised signatory(ies) who are authorised to attend and vote at the Meeting on their behalf.
- (f) In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- (g) In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sumit Malhotra (DIN: 02183825), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
- (h) Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to the Notice. The Director has furnished the requisite declarations for his re-appointment, as applicable.

- (i) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 16th AGM.
- (j) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, August 3, 2023 to Wednesday, August 9, 2023 (both days inclusive) for the purpose of 17th AGM of the Company.
- (k) The Board of Directors has recommended a Dividend of 500% (i.e. ₹ 5/- per equity share of ₹ 1/- each) for the financial year ended March 31, 2023 subject to approval of the Shareholders at the ensuing Annual General Meeting. The Dividend, if approved by the members at the ensuing Annual General Meeting will be paid to those shareholders whose names stand registered:
  - a. As beneficial owners as at the end of business on Wednesday, August 2, 2023 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
  - b. As members in the Register of Members of the Company after giving effect to valid transmission/transposition in physical form lodged with the Company's Registrar and Share Transfer Agent (RTA) M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited), Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, on or before the aforesaid date i.e. Wednesday, August 2, 2023. The transmission/transposition requests complete in all respects should reach the Registrar and Share Transfer Agent well before the above date.
- (l) Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail Id etc., if any, immediately to the Company's Registrar and Share Transfer Agent (hereinafter referred to as "RTA") i.e. KFin Technologies Limited (Formerly KFin Technologies Private Limited), Unit: Bajaj Consumer Care Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana. Toll Free No.: 1800- 3094-001 E-mail ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

- (m) Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, August 2, 2023, i.e. the date prior to the commencement of book closure, being the cut-off date will be paid the Final Dividend for the financial year ended March 31, 2023, as recommended by the Board, if approved at the AGM, on or before Friday, September 8, 2023.
- (n) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and can be accessed through the link: <https://www.bajajconsumercare.com/nomination.php> and on the website of the Company's RTA and can be accessed through the link: <https://www.kfintech.com>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- (o) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
- (p) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- (q) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said

form is available on the Company's website and can be accessed through the link: <https://bajajconsumercare.com/nomination.php>. Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

- (r) For convenience of the Members and for proper conduct of the Meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip duly filled in and hand it over at the entrance of the venue.
- (s) Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/claimed by the Members of the Company, within a period of 7 (Seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.
- (t) The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/un-claimed dividend to IEPF are furnished hereunder:

Dividend for the financial year	Date of declaration of dividend	Tentative date of transfer to the IEPF
2016-2017	January 12, 2017	February 18, 2024
2017-2018	January 11, 2018	February 16, 2025
2018-19	January 9, 2019	February 14, 2026
2019-20	September 1, 2020	October 27, 2027
2020-21	February 3, 2021	April 10, 2028
2020-21 (Final dividend)	April 19, 2021	June 24, 2028
2021-22	February 2, 2022	April 2, 2029
2021-22 (Final dividend)	August 1, 2022	September 8, 2029

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above financial years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (Thirty) days of such shares becoming due for transfer to the Fund.

Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

The Company for claiming the dividend for the aforesaid years. The details of the unclaimed dividends are available on the Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

- (u) Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports to the Members who have registered their e-mail Id either with the Company or with the Depository Participants through electronic mode.
- (v) Accordingly, the Company will send the Annual Report for the year 2022-23 by electronic mode to all those Members at their registered e-mail IDs provided to the Company by the respective Depositories and RTA. The physical copies of the Annual Report will also be available at the Registered Office of the Company for inspection during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 17th AGM. In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) free of cost.
- (w) The route map of the venue of the Meeting in terms of requirement of Secretarial Standards on General Meetings forms part of this Notice.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their

address and/or bank mandate immediately to their Depository Participants.

Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to KFin Technologies Limited (Formerly KFin Technologies Private Limited) (KFin), Registrar and Share Transfer Agent of the Company or immediately by sending a request on e-mail at [complianceofficer@bajajconsumer.com](mailto:complianceofficer@bajajconsumer.com) or contact KFin at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such shareholder by post.

- (x) In terms of the Income Tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore deduct tax at source (TDS) at the time of making the payment of the dividend.

This communication provides a brief of the applicable TDS provisions under the Act for Resident and Non-Resident shareholder categories.

#### I. For Resident Shareholders

Tax will be deducted at source under Section 194 of the Act, at 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / PAN not linked with Aadhaar/ not registered their valid PAN details in their account or classified as specified person in the Income-tax portal, tax at 20% shall be deducted under Section 206AA of the Act.

##### a. Resident Individuals

No Tax shall be deducted on the dividend payable to resident individuals if:

- Aggregate dividend to be received during the Financial Year (FY) 2023-24 does not exceed ₹ 5,000/-; or
- Shareholder provides valid Form 15G (applicable to individual) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form, if it does not fulfil the prescribed requirement under the Act.
- Exemption certificate is issued by the Income-tax Department, if any.

##### b. Resident Non-Individuals

No Tax shall be deducted on the dividend payable to the following Resident non-individuals if below details/ documents are provided:



- i. Insurance Companies: Self declaration that it qualifies as 'Insurer' as per specified provisions of the Insurance Act and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- ii. Mutual Funds: Self-declaration that it is registered with SEBI and is notified under Section 10 (23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Section 10 (23FBA) of the Act, and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
- v. Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.
- c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of the Act, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy to the company.

## II. For Non-resident Shareholders

For Non-resident Shareholders, taxes are required to be deducted in accordance with, the provisions of Section 195/Section 196D of the Act at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.

However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

1. Self-attested copy of Tax Residency Certificate (TRC) [(for the period of 1st April, 2023 to 31st March, 2024 or 1st January, 2023 to 31st December, 2023 obtained from the tax authorities of the country of which the shareholder is resident)].

2. Self -declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
3. Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities
4. Self -declaration, certifying the following
  - (a) Member is and will continue to remain a tax resident of the country of its residence during the financial year 2023-24.
  - (b) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
  - (c) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner.
  - (d) Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company
  - (e) Member does not/will not have a taxable presence or a permanent establishment or beneficial ownership in India during the financial year 2023-24.
5. In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness of documents submitted by the Non-Resident shareholder. Accordingly, to enable us to determine the appropriate applicable TDS/withholding tax rate, we request you to provide these details and documents as mentioned above before August 3, 2023.

### Other points to note:

- A. TDS to be deducted at higher rate in case of non-filers of Return of Income

As per the provisions of Section 206AB of the Act, inserted by Finance Act, 2021, if any TDS is deductible from a person who have not filed their income-tax returns (referred to as 'Specified Person' u/s 206AB), then tax shall be deducted at twice of applicable rate.

However, as directed by the Central Board of Direct Taxes vide Circular No. 11 of 2021 dated 21st June, 2021, the Company will be using functionality of the Income-tax department for determination of specified person for the purpose of Section 206AB of the Act.

- B. TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is

eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/ inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. The Company will be using functionality of the Income-tax department for the above purpose.

### C. Declaration under Rule 37BA

In terms of Rule 37BA of the Income-tax Rules, 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

### D. For shareholders having multiple accounts under different status / category:

Shareholders holding equity shares under multiple accounts under different status / category and single PAN or without PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Kindly note that the aforementioned documents are required to be submitted at <https://ris.kfintech>.

com/ form15 on or before Thursday, August 3, 2023 in order to enable the Company to determine and deduct appropriate TDS/withholding tax.

No communication on the tax determination/ deduction shall be entertained post Thursday, August 3, 2023.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

The Tax so deducted shall be reflected in Form 26AS against respective PAN, post payment of the said dividend and reporting of the same as per the specified tax provisions of the Act.

Disclaimer: The above information does not constitute tax or legal advice. In view of the individual nature of the tax implications, each investor is advised to consult his or her own tax advisors with respect to the specific tax implications

- (y) Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

### Procedure for Login for E-voting for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

### Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<b>A. User already registered for IDeAS facility:</b>
	<ol style="list-style-type: none"> <li>Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
	<b>B. User not registered for IDeAS e-Services:</b>
	<ol style="list-style-type: none"> <li>To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>Select "Register Online for IDeAS "Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a>.</li> <li>Proceed with completing the required fields</li> </ol>
	<b>C. By visiting the e-Voting website of NSDL:</b>
	<ol style="list-style-type: none"> <li>Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a>.</li> <li>2. Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43

**I) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. BCCL\_EVENT NO.7391.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to

modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- The Company has appointed Mr. S N Viswanathan (ACS 61955 I COP 24335) and failing him Ms. Malati Kumar (ACS 15508 I COP 10980) of S N Ananthasubramanian & Co, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner. The Scrutinizer's Report will be submitted to the Chairman or any other person authorised by him for this purpose.

The remote e-Voting period commences on Saturday, August 5, 2023 at 9:00AM and ends on Tuesday, August 8, 2023 at 5:00 PM.

- Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format BCCL\_EVENT No. 7391.
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It

shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
  - Through hard copies which are self-attested, which can be shared on the address below; or
- |                |                                                                                                                                                               |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name</b>    | KFIN Technologies Limited                                                                                                                                     |
| <b>Address</b> | Selenium Building, Tower-B,<br>Plot No 31 & 32, Financial District,<br>Nanakramguda, Serilingampally,<br>Hyderabad, Rangareddy,<br>Telangana India - 500 032. |
- Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.



STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

In respect of Item No. 4

Mr. Sumit Malhotra was appointed as a Non-Executive Director effective from July 1, 2020 for a period of 5 years and the shareholders had approved the said appointment at the 14th Annual General Meeting held on September 21, 2020.

The Board had also, on the recommendation of the Nomination, Remuneration & Corporate Governance Committee and subject to the approval of the members of the Company, approved payment of remuneration to Mr. Sumit Malhotra in his capacity as Non-executive Director. Subsequently, the Members of the Company had at the 14th Annual General Meeting of the Company held on September 21, 2020, ratified change of Mr. Malhotra’s designation and the payment of remuneration of ₹ 1,50,00,000/- per annum excluding Goods & Service Tax as may be applicable, payable to him for a period of five years commencing from July 1, 2020.

Regulation 17(6)(c)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with effect from April 1, 2019, mandates a Company to obtain consent of the Members by way of Special Resolution if the annual remuneration payable to a single Non-Executive Director exceeds fifty percent of the aggregate remuneration payable to all Non-Executive

Directors. At present, Mr. Sumit Malhotra is the only Non-Executive Director who is entitled to any remuneration. Approval of Members by way of a Special Resolution is sought, to the resolution as set out at Agenda Item No. 4 of the notice, approving the aforesaid annual remuneration payable to Mr. Sumit Malhotra for a period of one (1) year effective July 1, 2023, which will exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sumit Malhotra are interested or concerned, financially or otherwise in the Resolution set out at Item No. 4.

The Board recommends the Special resolution set out at Item No. 4 of the Notice for approval of the Members.

By Order of the Board of Directors

Place: Mumbai  
Date: May 3, 2023

**Vivek Mishra**  
Head-Legal & Company Secretary  
Membership No.: A21901

ANNEXURE TO ITEM NO. 4 OF THE NOTICE DATED MAY 3, 2023

The following information about Mr. Sumit Malhotra is provided pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standard – 2:

Name of the Director	Mr. Sumit Malhotra
Director Identification Number (DIN)	02183825
Designation	Non-Executive, Non-Independent
Date of Birth	September 28, 1961
Age	62 Years
Nationality	Indian
Date of first appointment on the Board	April 01, 2008
Date of re-appointment by the Members	September 21, 2020
Qualifications	Bachelor’s degree in pharmacy with Honors from Indian Institute of Technology, Benares Hindu University, Varanasi and a Post Graduate Diploma in Business Management from IIM, Ahmedabad.
Expertise in functional area	Over three decades of experience in the consumer care sector.
Number of Equity Shares held in the Company as on March 31, 2023	21,440 shares
List of Directorships and Committee Memberships held in other entities as on March 31, 2023	Nil
Number of Board Meetings attended during the year	5
Relationship with other Directors, Manager and KMP	Nil
Remuneration Last Drawn	₹ 1,50,00,000/-
Terms and conditions of appointment	Liable to retire by rotation.

Bajaj Consumer Care Limited

CIN: L01110RJ2006PLC047173  
Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan  
Email: [complianceofficer@bajajconsumer.com](mailto:complianceofficer@bajajconsumer.com) | Website: [www.bajajconsumercare.com](http://www.bajajconsumercare.com)

ATTENDANCE SLIP

17TH ANNUAL GENERAL MEETING – Wednesday, August 9, 2023 AT 11:00 A.M.

I hereby record my presence at the 17th Annual General Meeting of the Company on Wednesday, August 9, 2023 at 11:00 A.M. at The Fern Residency, Plot No-1, Madhu Nursery Compound, Hiran Magri Sector-3, Near Sevashram Flyover, Udaipur - 313 001, Rajasthan.

Sr. No.

Name and Registered Address of the Shareholder

:

Name(s) of the Joint Shareholder(s), if any

:

Registered Folio No./DP ID & Client ID

:

Number of Shares held

:

Name of the Proxy/Representative, if any

:

Signature of Member(s)/Proxy

:

Signature of the Representative

:

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE  
FOR ATTENTION OF THE MEMBERS

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings. Detailed instructions for e-voting are given in the Notes to the AGM Notice.

ELECTRONIC VOTING PARTICULARS		
EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

## Bajaj Consumer Care Limited

CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur – 313 001, Rajasthan

Email: [complianceofficer@bajajconsumer.com](mailto:complianceofficer@bajajconsumer.com) | Website: [www.bajajconsumercare.com](http://www.bajajconsumercare.com)

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : .....

Registered Address : .....

Email ID : .....

Folio No./Client ID/DP ID : .....

I/We, being the holder(s) of ..... shares of the above named Company, hereby appoint:

(1) Name : ..... Address : .....

Email ID : ..... Signature : ..... or failing him

(2) Name : ..... Address : .....

Email ID : ..... Signature : ..... or failing him

(3) Name : ..... Address : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on the on Wednesday, August 9, 2023 at The Fern Residency, Plot No-1, Madhu Nursery Compound, Hiran Magri Sector-3, Near Sevashram Flyover, Udaipur - 313 001, Rajasthan at 11:00 A. M. and at any adjournment thereof in respect of such resolutions as are indicated below:

## Ordinary Business

- |    |                                                                                                                                                                                                                                                                                                                                                                                                        |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | To receive, consider and adopt:<br>(a) the audited financial statement of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 together with the report of Auditors thereon – <b>Ordinary Resolution.</b> |
| 2. | To declare final dividend on equity shares for the financial year ended March 31, 2023 – Ordinary Resolution.                                                                                                                                                                                                                                                                                          |
| 3. | To appoint a Director in place of Mr. Sumit Malhotra Bajaj (DIN: 02183825), Director, who retires by rotation and being eligible, offers himself for re-appointment – <b>Ordinary Resolution.</b>                                                                                                                                                                                                      |

### Special Business

4. To consider and approve continuation of payment of Remuneration to Mr. Sumit Malhotra (DIN: 02183825), Non-Executive, Non-Independent Director of the Company with effect from July 1, 2023 for a period of one (1) year – **Special Resolution.**

Affix Revenue Stamp

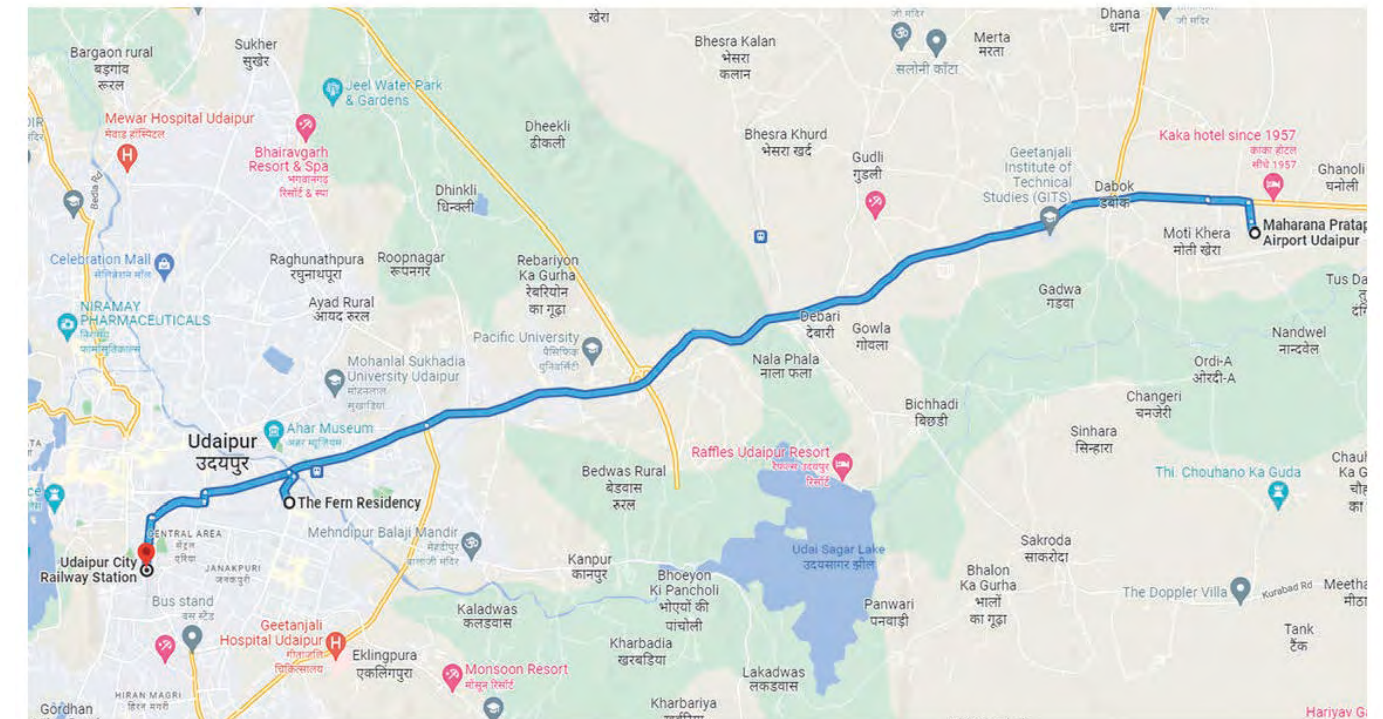
Signature of shareholder

Signature of the proxy (holders)

**Notes:**

1. This form, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

## Route Map







**bajaj** CONSUMER CARE

# CHARTING A NEW GROWTH STORY

17<sup>th</sup> Annual Report 2022-23



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Charting a new growth story

We have embarked on a transformational journey of long-term growth, providing our customers with a range of innovative products that cater to their specific needs.

Our growth journey is driven by several key factors. Firstly, we expanded our product portfolio beyond light hair oils, leveraging the strong brand equity of Bajaj and Bajaj Almond Drops. With increased investments in marketing and research and development, we aimed to build a diverse range of hair and skin care products. Secondly, we focused on expanding our distribution reach across different channels and geographies. Through the use of information technology and data analysis tools, we strive to enhance the efficiency and productivity of our sales teams. Thirdly, we invested in highly efficient manufacturing processes to deliver superior quality products to our consumers at the lowest possible cost. And lastly, we streamlined our people practices to empower our employees.

As a result of our strategic initiatives, we have already witnessed growth across all our trade channels. This year, we have emerged as one of the fastest-growing companies in the hair oil industry and we are well positioned to soar even higher and faster.

Key Highlights

₹ 938.1 cr  
REVENUE

₹ 146.2 cr  
EBITDA

₹ 139.8 cr  
PROFIT AFTER TAX

53.4%  
GROSS MARGIN

₹ 820.9 cr  
NET WORTH

52.5%  
DIVIDEND PAYOUT RATIO





# Bajaj Consumer Care at a glance

As a proud member of the Bajaj Group, an esteemed Indian conglomerate with an 80-year legacy, we are a 40+ year old Indian fast-moving consumer goods (FMCG) business of the group, which manufactures and sells a range of personal care products.

From humble beginnings in the hair care category, we embarked on a remarkable journey, steadily establishing a formidable presence nationwide. Today, we proudly stand among the industry's prominent companies, holding a leadership position in the light hair oil market, spearheaded by our flagship brand, Bajaj Almond Drops Hair Oil.

Expanding beyond our roots in hair care, we have ventured into new product categories, catering to the diverse personal care and grooming needs of our consumers. This strategic move allows us to provide comprehensive solutions, fulfilling every aspect of their personal care requirements.

## Our product categories



Haircare



Skincare

## Key facts

**470**  
TOTAL PEOPLE

**15+**  
TOTAL BRANDS

**>60%**  
MARKET SHARE IN LIGHT HAIR OIL CATEGORY

## Business Enablers



Expanding distribution in General Trade, accelerated growth in new channels

Read more on page 26



Enhancing brand awareness through targeted marketing efforts

Read more on page 30



Fostering innovation through emphasis on R&D

Read more on page 32



Operational excellence through automation, modernisation of manufacturing and IT

Read more on page 34



## Purpose

- We aspire to make BCCL a complete FMCG company by introducing a culture of innovation here to create newer pathbreaking products for consumers across the globe.
- We will help our consumers feel good, look good and get more out of life with our premium mixes and make them accessible even in the farthest corner of the rural markets.
- We will strongly Engage with, Develop, Recognise and Retain Talent within the organisation across every department.



## Vision

We at BCCL, to achieve our business goals, have laid down certain principles which we staunchly stand by and follow.

These principles are what drives every individual or team that is passionate about the growth of our business.

**“The future is promising and we look forward to an exciting period that would possibly establish a pronounced and decisive road map for us on the Indian Industrial firmament”.**

**- Kushagra Nayan Bajaj**



## Values

### Consumer First

Our priority is to our CONSUMERS and then to our customers, employees and the communities we serve.

### Entrepreneurship

We will think and act like owners of our business and develop a strong growth mentality, positive outlook about our work.

### Integrity

We will do the right things, be transparent with all, trust each other and keep ourselves accountable for the responsibilities given to us.

### Innovation

We will take measured risks, conquer challenges and continue to differentiate through our products.



# Nourishing solutions for beauty needs

With a comprehensive presence across various segments of personal care, including hair care and skin care, we aim to establish ourselves as the ultimate destination for all your personal care needs. Our mission is to provide a holistic range of products, becoming your go-to solution for all things related to personal care.

## Range of Products

### Bajaj Almond Drops

- Bajaj Almond Drops Hair Oil
- Bajaj Almond Drops Almond Argan Hair Oil
- Bajaj Almond Drops Serum With Oil
- Bajaj Cool Almond Drops Hair Oil
- Bajaj Almond Drops Soap With Almond Oil and Vitamin-E



### Natv Soul

- Natv Soul Pure Argan Oil from Morocco
- Natv Soul Argan Oil Shampoo
- Natv Soul Argan Oil Conditioner
- Natv Soul Argan Oil Hair Serum
- Natv Soul Enriched Hair Oil with Marula Oil from Africa
- Natv Soul Hair Masque with Buriti Oil from Brazil
- Natv Soul Hair Serum with Sacha Inchi Oil from Peru
- Natv Soul Hair Serum with Sea Beet Extract from France
- Natv Soul Pure Almond Oil from California
- Natv Soul Enriched Hair Oil with Rosehip from Chile
- Natv Soul Enriched Hair Oil with Apple Seed Oil from France
- Natv Soul Hair Masque with Shea Butter from West Africa

### Bajaj 100% Pure

- Bajaj 100% Pure Castor Oil
- Bajaj 100% Pure Olive Oil
- Bajaj 100% Pure Jojoba Oil
- Bajaj 100% Pure Kalonji Oil
- Bajaj 100% Pure Virgin Coconut Oil



### Bajaj 100% Pure Coconut Oil



### Bajaj Coco Onion Non-Sticky Hair Oil



### Bajaj Amla Aloe vera Hair Oil



### Bajaj Brahmi Amla Ayurvedic Hair Oil



### New Bajaj Sarson Amla Hair Oil



### Bajaj Nomarks Ayurveda

- Bajaj Nomarks Antimarks Cream
- Bajaj Nomarks Antimarks Soap
- Bajaj Nomarks Antimarks Face Wash

